

COMPUGEN LTD  
Form 6-K  
January 11, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
The Securities Exchange Act of 1934

January 11, 2011

Compugen Ltd.  
(Translation of registrant's name into English)

72 Pinchas Rosen Street, Tel-Aviv 69512, Israel  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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EXPLANATORY NOTE

Compugen Ltd. (the “Registrant”) is furnishing on this Form 6-K its unaudited interim consolidated financial statements for the nine months ended September 30, 2010 and September 30, 2009 and the related Operating and Financial Review and Prospects for such periods.

Attached hereto and incorporated herein are the following items:

1. Unaudited interim consolidated financial results, attached as Exhibit 1 hereto.
2. Operating and Financial Review and Prospects for the nine months ended September 30, 2010 and September 30, 2009, attached as Exhibit 2 hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMPUGEN LTD.  
(Registrant)

By: /s/ Dikla Czaczkes Axselbrad  
Dikla Czaczkes Axselbrad  
Chief Financial Officer

Date: January 11, 2011

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